

**Banca Monte dei Paschi di Siena S.p.A. – Ordinary Shareholders' Meeting April 11, 2024**  
**Proxy form and Voting instructions to Computershare S.p.A. which is the only subject legitimately entitled to attend the Meeting**

**Banca Monte dei Paschi di Siena S.p.A. (the Company)** has appointed **Computershare S.p.A.**, through its employee or duly entrusted staff member, acting as **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), article 106 D.L. 18/2020 ("Cura Italia"), converted with amendments by Law 27/2020 lately modified and extended, to collect proxies for the Ordinary Shareholders' Meeting convened on **April 11, 2024** on a single call, in accordance with the terms and conditions stated in the Notice of Call published on February 29<sup>th</sup>, 2024 on the company's website <https://www.gruppompis.it/en/> (section "Corporate Governance", "Shareholders' Meeting and BoD").

The proxy and voting instructions, to be conferred by **11:59 p.m. of April 9, 2024**, may be revoked within the same date with the procedures used for the conferral.

**Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.**

**Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)**

**Computershare S.p.A.**, acting as **Appointed Representative**, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the proposals presented to the shareholders' meeting, **Computershare** does not intend to vote in a manner incompatible with the instructions received.

**PROXY FORM**

**Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)**

**\* mandatory information**

The undersigned \* ..... Place of birth \* ..... Date of birth \* .....

Tax code \* .....

Resident in (town/city) \* ..... at (street / address) \* .....

telephone no \* ....., e-mail .....

**(2)** entitled to exercise the voting right at **April 2, 2024 (Record Date)** as: ☐ registered share holder - ☐ legal representative – ☐ attorney/proxy holder with authority to sub-delegate ☐ pledgee – ☐ Taker in - ☐ beneficiary interest holder - ☐ official receiver– ☐ manager –

☐ other (specify) .....

for no\* ..... of ordinary shares **Banca Monte dei Paschi** (ISIN IT0005508921)

**(3)** registered in the name of .....Place of birth \* .....

Date of birth \* ..... Tax Code .....

Resident in (town/city) \* ..... at (street / address) \* .....

**(4)** Registered in the securities account no..... At..... Bank code (ABI)..... Branch code (CAB).....

**(5)** as resulting from communication no. ... Made by (Bank).....

**DELEGATES** the above Appointed Representative to attend and vote at the abovementioned Shareholders' Meeting, with reference to the shares above, in accordance with the instructions provided and **DECLARES** that no matter of compatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred;
- the proxy will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting in relation to the shares indicated above, has been received by the Company before the start of the Shareholders' Meeting works

DATE	Form of identification <b>(6)</b> (type)*	Issued by *	no. *	SIGNATURE
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**NOTE:** It is not possible to grant this proxy form without the voting instructions form, which can be downloaded from the company's website <https://www.gruppompis.it/en/corporate-governance/shareholders-meeting-and-bod/shareholders-meeting-and-bod.html> and completed online. For any information you can contact Computershare S.p.A. on +39/06/45200830 (operating from 10:00 to 13:00 and from 14:00 to 17:00 from Monday to Friday - excluding public holidays or by e-mail to [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it))

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**NOTICE**

The following voting instruction form could be subject to amendments in order to include any resolution or voting proposals on the items on the Agenda submitted by Shareholders within the deadline of March 27<sup>th</sup> 2024. In this event, this voting instruction form will be updated and published by March 29<sup>th</sup>, 2024, including the new proposals, accordingly to the Notice of Call.

**VOTING INSTRUCTIONS**

*(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)*

The undersigned **(7)**

**INSTRUCTS** the Appointed Representative to vote at the above indicated Shareholders' Meeting as follow **(8)**

RESOLUTIONS TO BE VOTED	<b>VOTING INSTRUCTIONS</b>		
	F (for), C (against), A (abstention)		

1. Individual financial statements as at 31 December 2023, accompanied by the Reports of the Board of Directors, the Independent Auditors and the Board of Statutory Auditors. Presentation of the consolidated financial statements as at 31 December 2023; related and consequent resolutions:							
0010	1.1) approval of 2023 Parent Company's financial statements;						
Nr odg monte titoli							
Section A – vote for resolution proposed by the Board of Directors (9)				<table><tr><td>F</td><td>C</td><td>A</td></tr></table>	F	C	A
F	C	A					

0020	1.2) profit allocation and dividend distribution to shareholders.			
Nr odg monte titoli				
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A

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2. Report on the policy regarding remuneration and compensation paid pursuant to Article 123-ter of the Legislative Decree no. 58 of 24 February 1998 (“Consolidated Financial Act” or “TUF”); related and consequent resolutions:								
0030	2.1) binding vote on the first section concerning the remuneration policy.							
Nr odg monte titoli								
Section A – vote for resolution proposed by the Board of Directors (9)						F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)						F	C	A

0040	2.2) non-binding vote on the second section concerning the compensation paid.			
Nr odg monte titoli				
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A

0050	3. Proposal for the approval of the 2024 incentive system and related payment modalities to Montepaschi Group’s personnel based on "phantom shares", pursuant to the combined provisions of articles 114-bis and 125-ter of the Consolidated Financial Act as well as art. 84-bis of the Regulation adopted with Consob resolution no. 11971 of 14 May 1999 (“Issuers’ Regulation”); related and consequent resolutions.			
Nr odg monte titoli				
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A

0060	4. Integration of the Board of Directors by appointment of a Director; related and consequent resolutions.			
Nr odg monte titoli				
Section C				
C2 – vote for amendment/integration proposed by holder of relevant interest (>3%) (11)		F	C	A
C3 – vote for amendment/integration proposed by holder of other interest (11)		F	C	A

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<b>5. Integration of the Board of Statutory Auditors; related and consequent resolutions:</b>			
<b>0070</b>	<b>Nr odg monte titoli</b>	<b>5.1) vote for the appointment of an effective Statutory Auditor;</b>	
<b>Section C</b>			
<b>C2</b> – vote for amendment/integration proposed by holder of relevant interest (>3%) <b>(11)</b>		F	C    A
<b>C3</b> – vote for amendment/integration proposed by holder of other interest <b>(11)</b>		F	C    A

  

<b>0080</b>	<b>Nr odg monte titoli</b>	<b>5.2) vote for the appointment of an alternate Statutory Auditor;</b>	
<b>Section C</b>			
<b>C2</b> – vote for amendment/integration proposed by holder of relevant interest (>3%) <b>(11)</b>		F	C    A
<b>C3</b> – vote for amendment/integration proposed by holder of other interest <b>(11)</b>		F	C    A

  

<b>0090</b>	<b>Nr odg monte titoli</b>	<b>5.3) to the extent necessary, vote for the appointment of a further alternate Statutory Auditor.</b>	
<b>Section C</b>			
<b>C2</b> – vote for amendment/integration proposed by holder of relevant interest (>3%) <b>(11)</b>		F	C    A
<b>C3</b> – vote for amendment/integration proposed by holder of other interest <b>(11)</b>		F	C    A

  

<b>Derivative action against Directors</b>		
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code before the AGM ( <i>If no voting instruction are indicated, the Appointed Representative will vote <b>C</b> – against</i> )		F    C    A

DATE \_\_\_\_\_

SIGNATURE \_\_\_\_\_

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**Instructions for filling in and submitting the form**

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **23:59 of April 9, 2024**, using one of the following methods:
  - 1) **Online**: completing the online form available on the Company's website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder;
  - 2) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 3) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder via registered email or ordinary email address.
  - 4) **Common Email address Holders**: as an attachment document (PDF format) sent to [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Monte Giberto, 33 – 00138 Roma;

**The use of different email address than those mentioned above or a delay with respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his/her power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, paragraph 3, of Italian Legislative Decree no. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website "<https://www.gruppomps.it/en/>"- section Corporate Governance - Shareholders' Meetings and BoD".  
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned.  
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. Section A2 is present to express voting instructions if, within the time limit and in the permitted cases, one or more resolution proposals are submitted and published (pursuant to Article 126-bis of the TUF or with individual proposals pursuant to what is indicated in the notice of call) which are alternative, complementary or supplementary with respect to what has been published by the BoD. The Appointed Representative will vote on each of the proposals that will be put to a vote at the Shareholders' Meeting in accordance with the instructions given since it is the sole responsibility of the proxy holder to formulate voting expressions consistent with the proposals (alternative or complementary) that were published.
11. The BoD has not presented any proposal. Therefore, the Appointed Representative will be called to approve a proposal among those published on the company's website [www.gruppomps.it](http://www.gruppomps.it). The voting instructions are therefore collected by the Appointed Representative in Section C as the only expression of vote on the proposals presented by the persons indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Appointed Representative to cast the vote only if the proposer has the same characteristics as those indicated in the related instructions.

**Italian Legislative Decree no. 58/98 (T.U.F)**

**Article 135-decies**

*(Conflict of interest of the representative and substitutes)*

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
  - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
  - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
  - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
  - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
  - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Article 135-undecies**

*(Appointed representative of a listed company)*

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall have no interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

**Article 126-bis**

*(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)*

- Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135-bis.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
  3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.

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4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.

5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1

**Law-Decree nr. 18 on March 17th, 2020**

**Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)**

[...] 4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-*undecies* of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-*undecies* of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or subdelegations pursuant to article 135-*novies* of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-*undecies*, paragraph 4, of the same Decree.

5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

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**INFORMATION ON PERSONAL DATA PROCESSING**

Pursuant to the Regulation (EU) 2016/679 (the "Regulation")

**Personal Data Controller**

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 D.L. 17 March 2020 no. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

**Object and methods of processing**

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according to his voting instructions

The Controller processes the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation - shall be performed by paper or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

**Purpose and legal basis of the Processing**

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 D.L. 17 March 2020 no.18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

**Recipients, storage and transfer of Personal Data**

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

**Rights of the Delegating party**

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.